

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

RECORDATION NO. 26544 FILED

SEP 13 '06 2-39 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 11, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated June 15, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Gasaway Distributors, Inc.
1290 Lakeside Drive
Romeoville, IL 60446

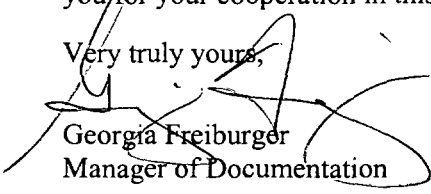
A description of the railroad equipment covered by the enclosed document is five (5) 20,000 gallon non-insulated tank cars, with GROX and TGOX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(GADI001)

ASSGN. NO.: GADI001

SEP 13 '06

2-39 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Gasaway Distributors, Inc. ("Lessee"), an Illinois corporation.

SURFACE TRANSPORTATION BOARD 154

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 9, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 20, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURVice President Sales & Marketing

Title: _____

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: MGR. OF DOCUMENTATIONExecuted on this 15th day of June, 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

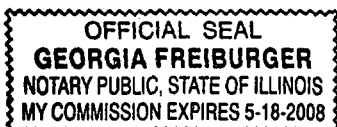
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of June, 2006.Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

GASAWAY DISTRIBUTORS, INC.

ATTEST:

By:

[Signature]

Name: DAVID A. GASAWAY

Title: Pres.

By:

[Signature]

Name: Sally Litway

Title: Office Manager

Executed on this 9th day of JUNE, 2006.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF DuPage

I, Mary Jane Gasaway, a Notary Public of the County and State aforesaid, certify that David A. Gasaway personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of June, 2006.

[Signature]
Notary Public

Commission Expires:

5/13/08
(Notary Public)

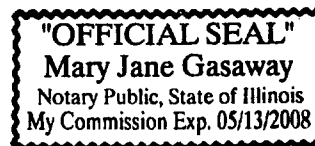


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 20,000 gal. capacity tank cars, interior coiled, non-insulated, DOT specifications 211A100W1.

CAR NUMBERS: GROX 2074, 2078, 2081, 2095, TGOX 2264